

P02000130372

http://ccfs1.dos.state.fl.us/scripts/efilecovr.asp

FILED

02 DEC 11 PM 3:49

SEAL STATE
TALLAHASSEE, FLORIDA

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H02000236117 6))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations
Fax Number : (850)205-0381

From: Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 634-3694
Fax Number : (305) 633-9696

FLORIDA PROFIT CORPORATION OR P.A.

vialair, inc.

Certificate of Status	0
Certified Copy	1
Page Count	09
Estimated Charge	\$78.75

⑨

HD2000236117

FILED
02 DEC 11 PM 3:49
SEAL STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION OF
VIALAIR, INC.

The undersigned, in order to form a corporation for the purpose hereinafter stated, under and pursuant to the General Corporation Act of the State of Florida, do hereby certify as following:

ARTICLE I

NAME

The name of this corporation is: VIALAIR, INC.

ARTICLE II

PURPOSE

The general nature of the business to be transacted by this corporation shall be:

A) Purchase, sale, leasing, representation, publicity, logistics and distribution, mediation, consignment, importation, exportation, repair, restoration, maintenance and overhaul of aircrafts, machineries, all type of automotive vehicles, boats, ships, and vessels, equipments and machineries for the industries related with: aviation, electronics, communications, shipping, petroleum, mining, agricultural, construction, road construction, its parts, powerplants, spare parts and accessories; land and soil movement, excavations, perforations, debris removal, demolition, weeding and forest clearing. Licenses procurement and use, representations, national and international franchises, purchase, sale, leasing, construction and refaction of real estate.

JOHN M. MACDANIEL, P.A.
ONE BISCAYNE TOWER, SUITE 2475
TWO SOUTH BISCAYNE BLVD.
MIAMI, FLORIDA 33131 - FLORIDA BAR # 200952 / (305) 574 0700

HD2000236117

B) To Purchase, exchange, hire, or otherwise acquire such personal property, chattels, rights, easements, permits, privileges and franchises as may lawfully be purchased, exchanged, hired, or acquired.

C) To erect, construct, maintain, improve, rebuild, enlarge, alter, manage, and control directly or through ownership of stock in any corporation, any and all kinds of buildings, houses, hotels, bungalows, stores, offices, warehouses, mill, shops, factories, machinery and plants, and any and all structures and erections which may at any time necessary, useful, or advantageous in the judgment of the Board of Directors, for the purpose of the Corporation, and which can lawfully be done.

D) To sell, manage, improve, develop, assign, transfer, convey, lease, sublease, pledge or otherwise encumber the lands.

E) To borrow money with or without pledge of or mortgage on all or any of its property, real or personal, as security and to loan and advance money upon mortgages on personal or real property or on either of them.

F) To buy, sell, and deal in, with or without guarantee of payment thereof, bonds and mortgages and other like securities and other kinds of property, whether real or personal, not prohibited or specifically excepted by law, and to do and prosecute any facts or things incidents to or proper in connection with the carrying on of the business of the corporation.

G) To purchase, acquire, hold, sell, assign, transfer, mortgage, pledge, and otherwise dispose of the shares of capital stock, bonds, debentures, or other evidence of indebtedness of any corporation, domestic or foreign, and while the holder thereof, to

exercise all the rights and privileges of ownership, including the right to vote thereon, and to issue in exchange therefore its own stock, bonds, and other obligations.

H) To purchase or otherwise acquire, undertake, carry on, improve or develop all or any of the business, good will, rights, assets or liabilities of any person, firm, association of corporation carrying on any kind of business the same as or of a similar nature to that which this corporation is authorized to carry on, pursuant to the provisions of these Articles of Incorporation.

I) To all such acts and things as are incident or conducive to the premises.

J) This Corporation shall have the power conduct its business in all its branches in the State of Florida, or in any other State or States or territories of the United States, or in the District of Columbia, and the dependencies of the United States or in foreign countries, and ultimately to do all acts and things and to exercise all the powers now or hereafter authorized by law necessary to carry on the business of said corporation, or to promote any of the subjects or objects for which the corporation is formed.

K) The foregoing enumeration of any or all or a combination of either of the specific powers lettered a) through j) both inclusive, shall not be held to limit or restrict in any manner the general powers of the corporation and therefore, the corporation may engage in any lawful act or activity for which corporations may be organized under the General Corporation Act of the State of Florida.

ARTICLE III

DURATION

This Corporation shall have perpetual existence.

ARTICLE IV

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to issue at any time is 100 shares, \$1.00 par value. All the aforementioned stock is to be issued as fully paid for and exempt from assessment.

The capital stock may be paid for in money, property, labor or services actually performed for the corporation, at just valuation to be fixed by the stockholders or by the Directors at a meeting called for such purposes.

ARTICLE V

REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is *One Biscayne Tower, Suite 2975 - Two South Biscayne Boulevard, Miami, Florida, 33131*, and the name of the initial registered agent of this corporation at that address is *John M. MacDaniel, Esquire*.

ARTICLE VI

BOARD OF DIRECTORS

This corporation shall have *NO* Director initially. The number of directors may either increase or diminish from time to time by the By-Laws, but shall never be less than one.

ARTICLE VII

OFFICERS

The Corporation shall have a President, and also have a Vice-president, a Secretary, and Treasure as follows:

Fernando Alberto Pineiro	President/ Treasurer	Percentage Owned 35%
General Roca 2379 B 1602 DBQ Florida, Provincia de Buenos Aires, Argentina		

Oscar Ernesto Abdala	Vice President	Percentage Owned 35%
Victor Hugo 2458 Ciudad de Buenos Aires, C1408 , Argentina		

Gustavo Vazquez	Secretary	Percentage Owned 30%
1421 Timberbend Drive Orlando, FL 32809		

All other officers and agents shall be chosen in such a manner, hold their offices for such terms and have such powers and duties as may be prescribed by the By-Laws. The same person may hold two or more offices.

ARTICLE VIII

INCORPORATOR

The name and address of the person signing these articles is:

JOHN M. MACDANIEL, ESQ.
One Biscayne Tower Suite 2975
Two South Biscayne Blvd.
Miami, Florida 33131

ARTICLE IX
AMENDMENTS

The Corporation reserves the right to amend, alter, change, or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by the Statutes, and all rights conferred upon stockholders herein are granted subject to this reservation.

ARTICLE X
PRINCIPAL OFFICE

At present, the principal office of the corporation is:

One Biscayne Tower Suite 2975, Two South Biscayne Blvd., Miami, Florida 33131.

IN WITNESS WHEREOF, the undersigned incorporator, has executed these Articles of Incorporation this 10 day of DECEMBER, 2002.

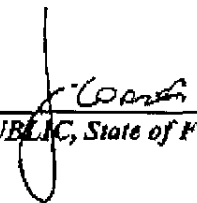


JOHN M. MACDANIEL, ESQ.

STATE OF FLORIDA)
)
COUNTY OF DADE)

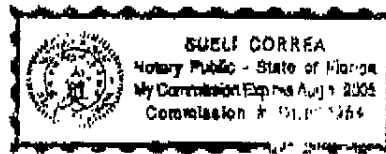
Before me, a Notary Public duly authorized to take acknowledgment in the State and County set forth above, personally appeared **JOHN M. MACDANIEL** before me and known by me to be the person who executed the foregoing articles of incorporation and he acknowledged before me that he executed those articles of incorporation.

IN WITNESS WHEREOF I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, on this 10TH day of DECEMBER, 2002.



NOTARY PUBLIC, State of Florida

My Commission Expires:



Personally Known ☒ OR Produced Identification _____
Type of Identification Produced _____

H02000236117

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICES OF PROCESS WITHIN THIS STATE AND MANAGING AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

First that VIALAIR, INC. desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at DADE COUNTY, State of Florida, has named John M. MacDaniel Esquire, located at One Biscayne Tower, Suite 2975, Two South Biscayne Boulevard, Florida 33131, as its Registered Agent to accept service or process within this State.

ACKNOWLEDGMENT:

Having been named to accept services of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.


JOHN M. MACDANIEL, Esquire
Registered Agent

FILED
02 DEC 11 PM 3:49
STATE
SECRETARY
TALLAHASSEE, FLORIDA

H02000236117